

## FIRST UNION RAIL

One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Tel 847.318.7575  
Fax 847.318.7588

Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

**Re: Memorandum of Lease Agreement**

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals of a Memorandum of Lease Agreement, dated August 30, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 22146. The names and addresses of the parties to the enclosed document are:

Owner: ATEL Leasing Corporation  
600 California Street, 6<sup>th</sup> Floor  
San Francisco, CA 94108

Lessee: Archer Daniels Midland Company  
4666 Faries  
Decatur, IL 62525

Lessor/Manager: First Union Rail Corporation  
One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

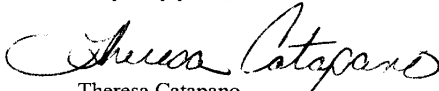
A description of the railroad equipment covered by the enclosed document is thirty-five (35) 4750/4780 cu. ft. covered hopper cars, with NOKL marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows:

Memorandum of Lease

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies. If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5375. Thank you for your cooperation in this matter.

Very truly yours,



Theresa Catapano  
Manager of Documentation

Enclosures

(TAGR005/005A)

RECORDATION NO. 22146-C FILED

OCT 15 04 3-29 PM

SURFACE TRANSPORTATION BOARD

VIA UPS 2<sup>nd</sup> DAY AIR

October 13, 2004



RECORDATION NO.

22146-C  
FILED

ASSGN. NO.: TAGR005/TAGR005A

## MEMORANDUM OF LEASE

OCT 15 '04

3-29 PM

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 30<sup>th</sup> day of August, 2004, by and between SURFACE TRANSPORTATION BOARD ("Lessor"), a North Carolina corporation, as Owner of Cars listed on Exhibit A in Group 1, and as Manager, acting in its capacity as independent contractor for ATEL Leasing Corporation, Owner of Cars listed on Exhibit A in Group 2, and Archer Daniels Midland. ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of August 25, 1997, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 47 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of February 1, 2004, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

Lessor hereby assigns and transfers to ATEL all of its right, title and interest as Lessor in and to the Lease with respect to the ATEL Cars, excluding from such assignment only its rights as manager of the Lease with respect to the ATEL Cars in Group 2 under the Railcar Management Agreement between First Union Rail Corporation and ATEL Leasing Corporation.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

**LESSOR:**

FIRST UNION RAIL CORPORATION,  
as Owner of Cars in Group 1, and as Manager of Cars in Group 2

ATTEST:

By:

Name:

RICHARD F. SEYMOUR

Vice President Sales &amp; Marketing

Title:

By:

Name: THERESA CATAPANO

Title: MGR. OF DOCUMENTATION Executed on this 30<sup>th</sup> day of August, 2004

[CORPORATE SEAL]

STATE OF ILLINOISCOUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 30<sup>th</sup> day of August, 2004

Notary Public

My Commission Expires:

5-18-2008

(Notary Public)



**LESSEE:**

ARCHER DANIELS MIDLAND

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

ATTEST:

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Executed on this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_.

[CORPORATE SEAL]

STATE OF Illinois

COUNTY OF Macon

I, Rebecca Ann Voigt, a Notary Public of the County and State  
aforesaid, certify that Randy Neumayer personally appeared before me this day  
and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 18<sup>th</sup> day of August, 2004

Rebecca Ann Voigt  
Notary Public

Commission Expires:

5/8/05

(Notary Public)



**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS:           Thirty-five (35)

DESCRIPTION OF CARS:   4750/4780 c.f., 100-ton, Covered Hopper cars

CAR NUMBERS:

Group 1 - Cars owned by First Union Rail Corporation

NOKL   3000  
NOKL   3008  
NOKL   3104  
NOKL   3144  
NOKL   3148  
NOKL   3211  
NOKL   3610  
NOKL   3647  
NOKL   99114  
NOKL   830116

Group 2 - Cars owned by ATEL Leasing Corporation

NOKL 834265	NOKL 834764
NOKL 834273	NOKL 834768
NOKL 834290	NOKL 834792
NOKL 834292	NOKL 834813
NOKL 834307	
NOKL 834327	
NOKL 834351	
NOKL 834356	
NOKL 834388	
NOKL 834409	
NOKL 834555	
NOKL 834593	
NOKL 834597	
NOKL 834606	
NOKL 834611	
NOKL 834622	
NOKL 834650	
NOKL 834700	
NOKL 834744	
NOKL 834749	
NOKL 834751	